

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT				
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER Red Mountain 3-5B1				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT BLUEBELL				
4. TYPE OF WELL Oil Well <input type="checkbox"/> Coalbed Methane Well: NO <input type="checkbox"/>						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR DEVON ENERGY PROD CO LP						7. OPERATOR PHONE 405 228-4248				
8. ADDRESS OF OPERATOR P.O. Box 290, Neola, UT, 84053						9. OPERATOR E-MAIL patti.riechers@dvn.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) Fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Red Mountain Corporation						14. SURFACE OWNER PHONE (if box 12 = 'fee') 5343534070				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') P.O. Box 818, Roosevelt, UT 84066						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>				
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN		
LOCATION AT SURFACE		660 FNL 975 FEL		NENE	5	2.0 S	1.0 W	U		
Top of Uppermost Producing Zone		660 FNL 975 FEL		NENE	5	2.0 S	1.0 W	U		
At Total Depth		660 FNL 975 FEL		NENE	5	2.0 S	1.0 W	U		
21. COUNTY DUCESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 660			23. NUMBER OF ACRES IN DRILLING UNIT 640				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 1400			26. PROPOSED DEPTH MD: 13000 TVD: 13000				
27. ELEVATION - GROUND LEVEL 5435			28. BOND NUMBER 71S100753026-70			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Roosevelt City Municipal Water				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	17.5	13.375	0 - 1500	61.0	J-55 ST&C	8.5	Class G	800	1.17	15.8
I1	12.25	9.675	0 - 2800	40.0	N-80 LT&C	11.5	Class G	700	1.61	14.2
I2	8.75	7	0 - 10200	29.0	HCP-110 LT&C	10.0	Class G	275	3.99	11.0
							Class G	300	2.3	12.5
L1	6.125	5	9900 - 13000	18.0	P-110 ST-L	14.0	Class G	120	1.92	14.1
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Jenni Sudduth			TITLE Regulatory Compliance Prof.			PHONE 4055523446				
SIGNATURE			DATE 08/08/2012			EMAIL jenni.sudduth@dvn.com				
API NUMBER ASSIGNED 43013516320000			APPROVAL Permit Manager							

Devon Energy Production Co., LP

Red Mountain 3-5B1
NE NE Sec 5 T2S R1W
Duchesne County, UT
SHL: 660' FNL; 975' FEL
GL 5435'; KB 5457'
Fee Lease

DRILLING PLAN

1. ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS & ANTICIPATED WATER, OIL, GAS, OR MINERAL FORMATIONS

<u>Formation</u>	<u>Depth TVD</u>	<u>Depth TMD</u>	<u>Hydrocarbon/Water</u>
*Water Zone	1,950'	1,950'	Fresh Water/Disposal?
Upper Green River	6,184'	6,184'	
Lower Green River	9,097'	9,097'	Oil/Gas
Wasatch	10,247'	10,247'	Oil/Gas
Proposed TD	13,000'	13,000'	

*The offset well in the same section (the Bar-F 2-5B1) that was drilled in 1990 saw a water flow at 1,921' to 1,950' and used 11.3 ppg MW to kill it. We plan on setting 13 3/8" surface casing at 800' to protect any freshwater zones. Then drill with 11.5 ppg mud and set 9 5/8" to 2,800' and put the water zone behind pipe.

All shows of fresh water and minerals will be adequately protected and reported.

2. PRESSURE CONTROL EQUIPMENT:

All well control equipment for 5M and 10M systems shall be in accordance with state of Utah regulatory agencies.

The minimum specifications for pressure control equipment that will be provided are included on the attached schematic diagram showing size, pressure ratings, testing procedures, and testing frequency.

- **From surface to 800':**
5 x 20 rotating head and diverter system on structural pipe/extension.
- **From 800' to 2,800':**
13 5/8" x 5K annular with rotating head w/ ability to shut well in and circulate through 5K manifold.
- **From 2,800' to 10,200':**
11" x 10M BOP stack w/ rotating head, 5M annular preventer, mud cross, 10M kill lines, and 10M choke manifold NU onto "B" section of wellhead. 10M BOP w/ two sets of VBR pipe rams 3 1/2" x 5", one set of blind rams, and 5M annular NU to surface casing/5M wellhead tested to 250 psi low/5M psi high prior to drill out. Surface casing tested to 1500 psi. Choke manifold, kelly cock, floor safety valves tested to 5M.
- **From 10,200' to 13,000':**
Same BOPE as above, however; Once the intermediate casing has landed/hung off in the wellhead, the wellhead becomes 10M. The BOPE and all surface valves/manifolds will then be tested to 250 psi low/10M psi high prior to drilling out and the intermediate 7" csg tested per stated below. All BOPE is hydraulically operated.

The manifold includes appropriate valves and adjustable chokes. The kill line will have one check valve. Ram type preventers will be pressure tested to full working pressure when a test plug is used and if a test plug is not used to 70% of the minimum internal yield pressure of the casing. The testing frequency will be as follows:

- Initial installation
- Whenever any seal subject to test pressure is broken
- Following related repairs
- At 21 day intervals

The annular preventer will be pressure tested to 50 percent of the rated working pressure. All pressure tests shall be maintained at least ten minutes or until provisions of test are met, whichever is longer.

Annular preventers shall be functionally operated at least weekly.

Pipe and blind rams shall be activated each trip.

A BOPE pit level drill will be conducted weekly for each drilling crew.

All tests and drills will be recorded in the drilling log.

The accumulator will have sufficient capacity to open the HCR valve, close all rams plus the annular preventer, and retain 200 psi above pre-charge pressure without the use of closing unit pumps. The system will have two independent power sources to close the preventers in accordance with 5M & 10M system requirements.

Remote controls shall be readily accessible to the driller. Master controls will be at the accumulator.

3. CASING & CEMENTING PROGRAM:

A. The proposed casing program will be as follows:

<u>Hole Size</u>	<u>Size</u>	<u>Grade</u>	<u>Thread</u>	<u>Weight</u>	<u>Setting Depth(MD)</u>
17 ½"	13 3/8"	J-55	STC	61.0	1,500'
12 ¼"	9 5/8"	N-80	LTC	40.0	2,800'
8 ¾"	7"	HCP 110	BTC	29.0	10,200'
6 1/8"	5" flush	P-110	STL	18.0	9,900' to 13,000'

B. The proposed cementing program is as follows:

13 3/8" – single stage cemented to surface:

Single fluid: Class G, 15.8#, Yield-1.17, **800 sacks** w/ additives to surface. A top job will be done if cement to does circulate to surface.

9 5/8" - Single stage cemented to surface:

Single fluid: Class G, 14.2#, Yield-1.61, 700 sacks w/ additives to surface.

***7" - Single stage cemented to surface:**

Lead: Class G, 11.0#, Yield-3.99, 275 sacks w/ additives, top at surface

Tail: Class G, 12.5#, Yield-2.3, 300 sacks w/ additives, top at 6,000'

volumes on this job will be confirmed with a caliper log

***5" – Single stage cemented to liner top:**

Single Fluid: Class G, 14.1#, Yield-1.92, 120 sacks w/ additives, top at 9,900'

volumes on this job will be confirmed with a caliper log

****Specific additives, percentages, composition to be determined once reservoir/formation conditions are further identified and confirmed during drilling operations****

All casing strings below the conductor shall be pressure tested to 0.22 psi/ft. of casing string length or 1500 psi, whichever is greater, but not to exceed 70% minimum internal yield.

The bottom three joints of the surface casing will have one centralizer per joint and one centralizer every third joint thereafter up to designed total

The bottom three joints of the intermediate casing will have one centralizer per joint and then one centralizer every third joint thereafter up to designed total

Remedial Cementing will be performed on surface if the cement does not reach surface.

All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe prior to drilling out.

4. DRILLING FLUIDS PROGRAM:

<u>Interval</u>	<u>Type</u>	<u>Mud Weights</u>
Surface (to 800')	Aerated/Water System	7.5 – 8.5
Intermediate I (to 2,800')	Water Based System	9.0 – 11.5
Intermediate II (to 10,200')	Water Based System	8.8 – 10.0
Production (to 13,000' TD)	Water Based System	10.0 – 14.0

Sufficient quantities of mud material/inventory will be maintained on site or be readily accessible for the purpose of assuring well control. SPR will be recorded on daily drilling report after mudding up. Visual mud monitoring will be conducted during operations. Higher mud weights may be required for specific well control matters as well as running logs/casing.

5. EVALUATION PROGRAM:

Logs: Array Induction-GR-SP-Cal: TD to surface casing
Density Neutron-GR-PE-Cal log: TD to surface casing Matrix Density: 2.65g/cc
Sonic Log: TD to surface casing

Samples: 30' samples surface casing to TD. Dry cut to Devon geologist

Cores: None anticipated.

DST's: None anticipated.

6. ABNORMAL CONDITIONS:

Overpressured conditions @ TD may be encountered with a maximum bottomhole pressure of approximately 9,800 psi.

Maximum anticipated surface pressure for intermediate hole (TD at 10,200 w/ 10.5 ppg)

EMW) is estimated to be approximately 3,325 psi.

Maximum anticipated surface pressure for production hole (TD at 13,000 w/ 14.5 ppg EMW) is estimated to be approximately 6,942 psi.

Estimated surface pressure's calculated evacuating hole to .22 psi/ft equivalent

7. OTHER INFORMATION:

If the well is completed as a dry hole or as a producer, well completion or recompletion report and log(s) will be submitted within 30 days after completion of the well or after completion of operations being performed. Copies of all logs, core descriptions, core analyses, well test data, geologic summaries, sample descriptions, daily drilling reports, daily completion reports, and all other surveys or data obtained and compiled during the drilling, completion, and/or workover operations, will be submitted to designated authority/agency.

8. Additional Request

Operator requests Confidential Status for this well.

T2S, R1W, U.S.B.&M.

DEVON ENERGY PRODUCTION COMPANY, LP

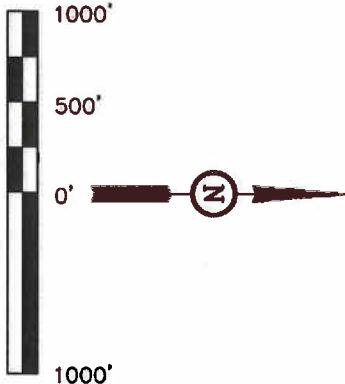
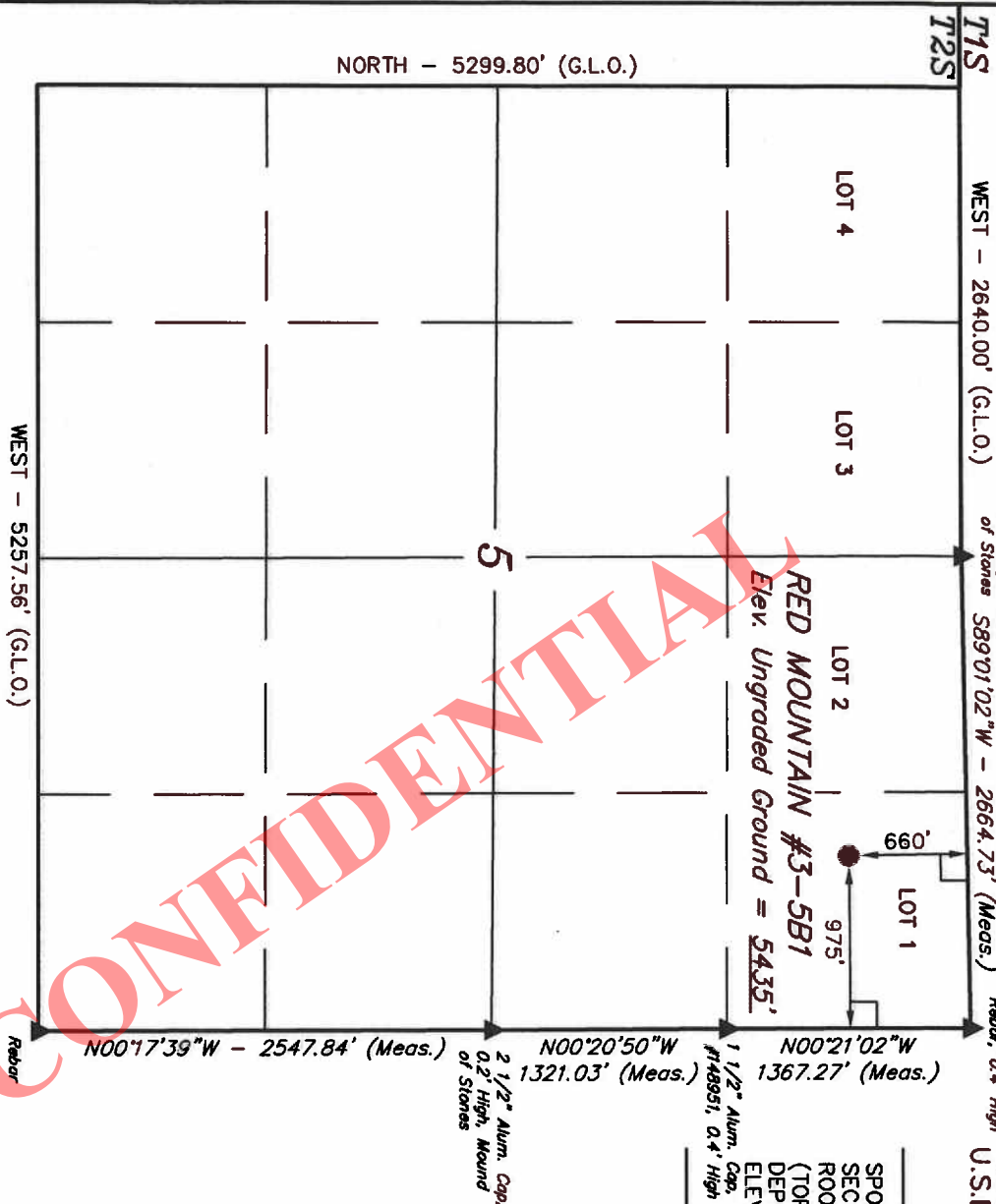
Well location, RED MOUNTAIN #3-5B1, located as shown in LOT 1 of Section 5, T2S, R1W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 11, T2S, R1W, U.S.B.&M. TAKEN FROM THE ROOSEVELT QUADRANGLE, UTAH 7.5 MINUTE SERIES (TOPOGRAPHICAL MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5076 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PARCELS WERE PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
KAY
REGISTRATION NO. 161319
STATE OF UTAH

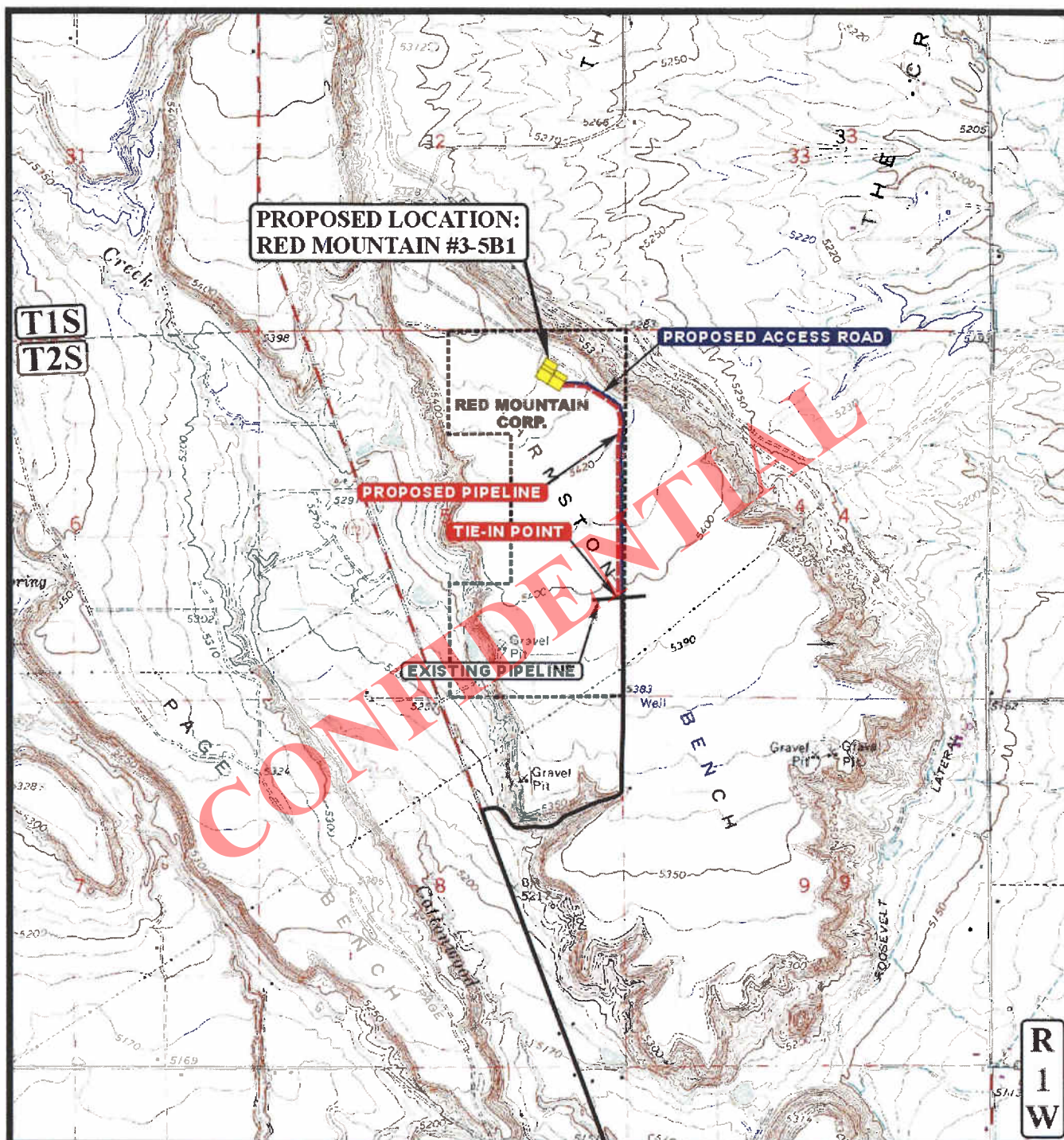
LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (SURFACE LOCATION)	
LATITUDE = 40°20'38.07" (40.343908)	
LONGITUDE = 110°00'51.13" (110.014203)	
NAD 27 (SURFACE LOCATION)	
LATITUDE = 40°20'38.22" (40.343950)	
LONGITUDE = 110°00'48.59" (110.013497)	
STATE PLANE NAD 27	
N: 735776.08 E: 2414332.57	

UTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	1" = 1000'	DATE SURVEYED:	06-25-12	DATE DRAWN:	07-09-12
PARTY	C.R. S.R. J.J.	REFERENCES	G.L.O. PLAT		
WEATHER	WARM	FILE			
					DEVON ENERGY PRODUCTION COMPANY, LP



APPROXIMATE TOTAL PIPELINE DISTANCE = 3,682' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE



DEVON ENERGY PRODUCTION COMPANY LP

RED MOUNTAIN #3-5B1
SECTION 5, T2S, R1W, U.S.B.&M.
660' FNL 975' FEL



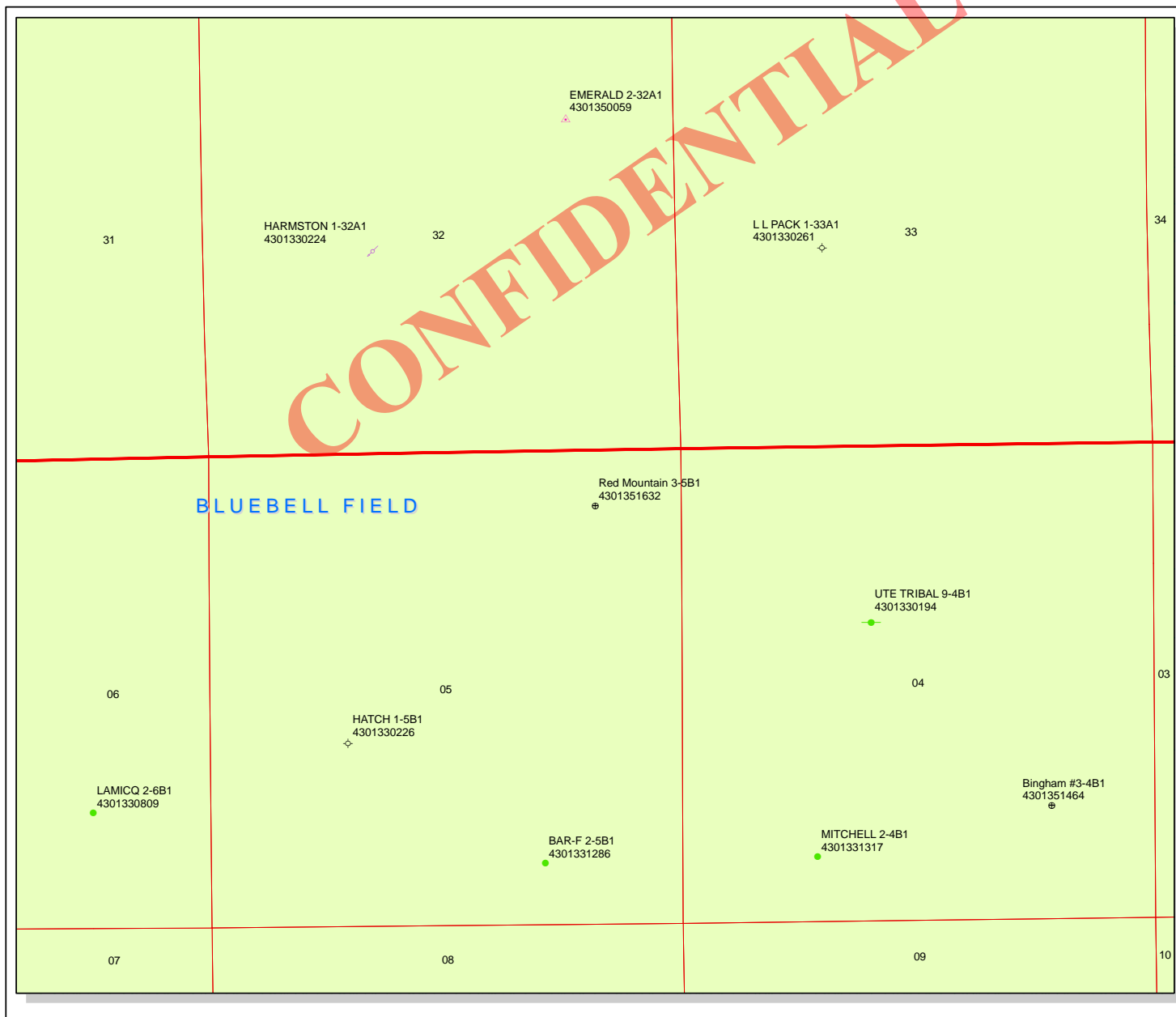
Utah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC
MAP

07 **11** **12**
 MONTH DAY YEAR

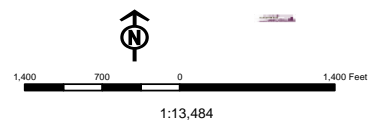
SCALE: 1" = 2000' DRAWN BY: C.I. REVISED: 00-00-00





API Number: 4301351632
Well Name: Red Mountain 3-5B1
Township T02.0S Range R01.0W Section 05
Meridian: UBM
Operator: DEVON ENERGY PROD CO LP
 Map Prepared:
 Map Produced by Diana Mason

Units	Wells Query
STATUS	Status
ACTIVE	APD - Approved Permit
EXPLORATORY	DRL - Spudded (Drilling Commenced)
GAS STORAGE	GIW - Gas Injection
NF PP OIL	GS - Gas Storage
NF SECONDARY	LOC - New Location
PI OIL	OPS - Operation Suspended
PP GAS	PA - Plugged Abandoned
PP GEOTHERM	PGW - Producing Gas Well
PP OIL	POW - Producing Oil Well
SECONDARY	SGW - Shut-in Gas Well
TERMINATED	SOW - Shut-in Oil Well
Fields	TA - Temp. Abandoned
Unknown	TW - Test Well
ABANDONED	WDW - Water Disposal
ACTIVE	WW - Water Injection Well
COMBINED	WSW - Water Supply Well
INACTIVE	Bottom Hole Location - Oil/Gas/Dib
STORAGE	
TERMINATED	



Well Name	DEVON ENERGY PROD CO LP Red Mountain 3-5B1 43013516320000			
String	Surf	I1	I2	L1
Casing Size(in)	13.375	9.675	7.000	5.000
Setting Depth (TVD)	1500	2800	10200	13000
Previous Shoe Setting Depth (TVD)	0	1500	2800	10200
Max Mud Weight (ppg)	8.5	11.5	10.0	14.0
BOPE Proposed (psi)	1000	1000	10000	10000
Casing Internal Yield (psi)	3090	5750	11220	13940
Operators Max Anticipated Pressure (psi)	9800			14.5

Calculations	Surf String	13.375	"
Max BHP (psi)	.052*Setting Depth*MW=	663	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	483	YES <input type="checkbox"/> rotating head with diverter
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	333	YES <input type="checkbox"/> OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	333	NO <input type="checkbox"/> OK
Required Casing/BOPE Test Pressure=		1000	psi
*Max Pressure Allowed @ Previous Casing Shoe=		0	psi *Assumes 1psi/ft frac gradient

Calculations	I1 String	9.675	"
Max BHP (psi)	.052*Setting Depth*MW=	1674	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	1338	NO <input type="checkbox"/> rotating head + 5M manifold
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	1058	NO <input type="checkbox"/> OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	1388	YES <input type="checkbox"/> OK
Required Casing/BOPE Test Pressure=		2800	psi
*Max Pressure Allowed @ Previous Casing Shoe=		1500	psi *Assumes 1psi/ft frac gradient

Calculations	I2 String	7.000	"
Max BHP (psi)	.052*Setting Depth*MW=	5304	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	4080	YES <input type="checkbox"/>
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	3060	YES <input type="checkbox"/> OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	3676	NO <input type="checkbox"/> OK
Required Casing/BOPE Test Pressure=		7854	psi
*Max Pressure Allowed @ Previous Casing Shoe=		2800	psi *Assumes 1psi/ft frac gradient

Calculations	L1 String	5.000	"
Max BHP (psi)	.052*Setting Depth*MW=	9464	
			BOPE Adequate For Drilling And Setting Casing at Depth?
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	7904	YES <input type="checkbox"/>
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	6604	YES <input type="checkbox"/> OK
			*Can Full Expected Pressure Be Held At Previous Shoe?
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	8848	YES <input type="checkbox"/>
Required Casing/BOPE Test Pressure=		9758	psi
*Max Pressure Allowed @ Previous Casing Shoe=		10200	psi *Assumes 1psi/ft frac gradient

to Tol @ 1% w/o

Well name:	43013516320000 Red Mountain 3-5B1	
Operator:	DEVON ENERGY PROD CO LP	
String type:	Conductor	Project ID: 43-013-51632
Location:	DUCHESNE COUNTY	

Design parameters:**Collapse**

Mud weight: 8.500 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 95 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 741 ft

Burst

Max anticipated surface pressure: 482 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 662 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 1,310 ft

Completion type is subs
Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1500	13.375	61.00	J-55	ST&C	1500	1500	12.39	19622
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	662	1540	2.325	662	3090	4.67	91.5	595	6.50 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: October 17, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1500 ft, a mud weight of 8.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	43013516320000 Red Mountain 3-5B1	
Operator:	DEVON ENERGY PROD CO LP	
String type:	Surface	Project ID: 43-013-51632
Location:	DUCHESNE COUNTY	

Design parameters:**Collapse**

Mud weight: 11.500 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 113 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 847 ft

Burst

Max anticipated surface pressure: 2,464 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 2,800 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 2,321 ft

Completion type is subs
Non-directional string.

Re subsequent strings:

Next setting depth: 10,200 ft
Next mud weight: 10.000 ppg
Next setting BHP: 5,299 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 2,800 ft
Injection pressure: 2,800 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	2800	9.625	40.00	N-80	LT&C	2800	2800	8.75	35629

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	1673	3090	1.847	2800	5750	2.05	112	737	6.58 J

Prepared Helen Sadik-Macdonald
by: Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: October 12, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 2800 ft, a mud weight of 11.5 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013516320000 Red Mountain 3-5B1	
Operator:	DEVON ENERGY PROD CO LP	
String type:	Intermediate	Project ID: 43-013-51632
Location:	DUCHESNE COUNTY	

Design parameters:**Collapse**

Mud weight: 10.000 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 217 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 3,234 ft

Burst

Max anticipated surface pressure: 6,595 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 8,839 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 8,656 ft

Completion type is subs
Non-directional string.

Re subsequent strings:

Next setting depth: 13,000 ft
Next mud weight: 14.000 ppg
Next setting BHP: 9,455 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 10,200 ft
Injection pressure: 10,200 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	10200	7	29.00	HCP-110	Buttress	10200	10200	6.059	123263

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	5299	9200	1.736	8839	11220	1.27	295.8	929.4	3.14 B

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: October 12, 2012
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 10200 ft, a mud weight of 10 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013516320000 Red Mountain 3-5B1	
Operator:	DEVON ENERGY PROD CO LP	
String type:	Production Liner	Project ID: 43-013-51632
Location:	DUCHESNE COUNTY	

Design parameters:**Collapse**

Mud weight: 14.000 ppg
Internal fluid density: 1.000 ppg

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 256 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 11,085 ft

Burst

Max anticipated surface pressure: 6,595 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 9,455 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Liner top: 9,900 ft

Non-directional string.

Tension is based on air weight.
Neutral point: 12,339 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	3100	5	18.00	P-110	ST-L	13000	13000	4.151	26884

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	8779	13470	1.534	9455	13940	1.47	55.8	384	6.88 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: October 12, 2012
Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 13000 ft, a mud weight of 14 ppg. An Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

AFFIDAVIT OF SURFACE DAMAGE
AND RIGHT-OF-WAY
SETTLEMENT AGREEMENT
FOR WELLSITE, ROAD AND PIPELINE
DEVON ENERGY PRODUCTION COMPANY, LP., OPERATOR
Red Mountain 3-5B1
Duchesne County, Utah

COPY

Ent 450269 Bk M386 Pg 748
Date: 26-SEP-2012 10:53:12AM
Fee: \$14.00 Check
Filed By: CBM
CAROLYNE MADSEN, Recorder
DUCHESNE COUNTY CORPORATION
For: ENCORE (DEVAN)

STATE OF UTAH:

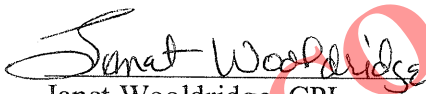
COUNTY OF DUCHESNE:

WHEREAS, the undersigned, Janet Wooldridge, (affiant), whose mailing address is Devon Energy Production Company, L.P., 333 West Sheridan Avenue, Oklahoma City, OK 73102, does hereby state the following facts:

That Devon Energy Production Company, L.P. entered into A Surface Damage and Right-of-Way Settlement Agreement dated September 12, 2012, for the drilling of the Red Mountain 3-5B1 well on surface lands owned by Red Mountain Corporation Roger Chapman Vice President, P.O. Box 818, Roosevelt, UT 84066.

Lands covered by these Agreements include Section 5, Township 2 South, Range 1 West, USM, of Duchesne County, Utah.

NOW THEREFORE, the undersigned affiant, Janet Woolridge, of lawful age, states the above facts are true and correct to the best of her knowledge. Signed this 17th day of September, 2012.



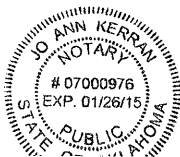
Janet Wooldridge, CPL
Land Advisor
Devon Energy Production Company, L.P.
333 West Sheridan Avenue
Oklahoma City, Oklahoma 73102

STATE OF Oklahoma :

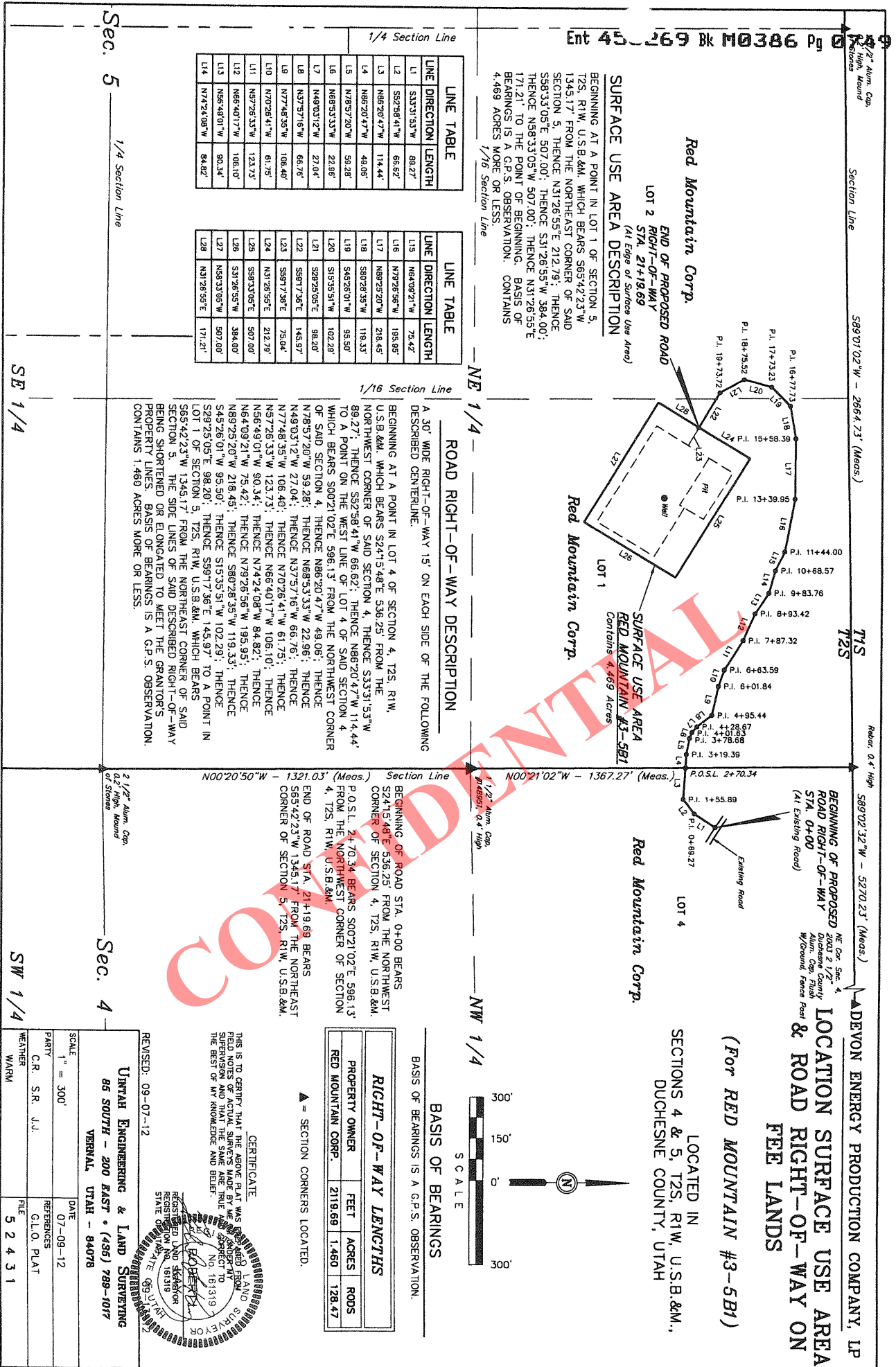
COUNTY OF Oklahoma :

On the 17th day of September, 2012, personally appeared before me Janet Wooldridge, who, being by me duly sworn, did state the she is a Land Advisor for Devon Energy Production Company, L.P. and that said instrument was signed on behalf of said corporation.

My Commission Expires:




Notary Public





ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator DEVON ENERGY PROD CO LP
Well Name Red Mountain 3-5B1
API Number 43013516320000 **APD No** 6564 **Field/Unit** BLUEBELL
Location: 1/4,1/4 NENE **Sec 5 Tw** 2.0S **Rng** 1.0W 660 FNL 975 FEL
GPS Coord (UTM) 583721 4466390 **Surface Owner** Red Mountain Corporation

Participants

Richard Powell (DOGM), George Gurr (Devon)

Regional/Local Setting & Topography

This location sits on the north end of Harmston Bench, which is a large flat bench just north of Roosevelt utah. Roosevelt is approximately 3 miles south of this location. Parts of this bench used for gravel extraction. The bench drops off steeply about 250 feet to the north of the location.

Surface Use Plan

Current Surface Use

Grazing
Industrial

**New Road
Miles**

0.4

Well Pad

Width 240 **Length** 407

Src Const Material

Onsite

Surface Formation

ALLU

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

sparse grasses, sage

Soil Type and Characteristics

gravely sandy loam with cobble

Erosion Issues Y

highly erodible soil but site is very flat

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? N Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

**Distance to Groundwater (feet)
Distance to Surface Water (feet)
Dist. Nearest Municipal Well (ft)
Distance to Other Wells (feet)**

Native Soil Type

Fluid Type

Drill Cuttings

Annual Precipitation (inches)

Affected Populations

Presence Nearby Utility Conduits

Final Score

Sensitivity Level

Characteristics / Requirements

Reserve pit as shown on plat is 200ft X 100ft X 10ft deep. According to George Gurr a closed loop system will be used due to land owner request. If the pit were built a 20 mil liner will be required due to permeable soil.

Closed Loop Mud Required? Y Liner Required? Liner Thickness Pit Underlayment Required?

Other Observations / Comments

**Richard Powell
Evaluator**

**9/18/2012
Date / Time**

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
6564	43013516320000	LOCKED	OW	P	No
Operator	DEVON ENERGY PROD CO LP		Surface Owner-APD	Red Mountain Corporation	
Well Name	Red Mountain 3-5B1		Unit		
Field	BLUEBELL		Type of Work	DRILL	
Location	NENE 5 2S 1W U 660 FNL 975 FEL GPS Coord (UTM) 583724E 4466390N				

Geologic Statement of Basis

Devon proposes to set 800 feet of surface casing which will be cemented to surface. The surface hole will be drilled utilizing fresh water mud. The estimated depth to the base of moderately saline ground water is 1,500 feet. A search of Division of Water Rights records indicates that there are approximately 60 water wells within a 10,000 foot radius of the center of Section 5. Listed uses are irrigation stock watering, domestic, industrial and municipal. Most of these wells produce water from the Uinta Formation and are in the range of 45 to 1,200 feet deep. Average depth is approximately 300 feet. Roosevelt City has a 1,200 foot municipal water well approximately 3/4 mile south of the proposed location. The surface casing should be set at approximately 1,500 feet to isolate the highly used fresh water interval.

Brad Hill
APD Evaluator

9/20/2012
Date / Time

Surface Statement of Basis

This proposed location is on fee surface with fee minerals. The surface owner is Roger Chapman. Several attempts were made to contact Mr. Chapman and I spoke to his wife Ann Chapman on 2 occasions and she informed that he would contact me but he did not. I left a message on his cell phone as instructed by Mrs. Chapman but he did not return the call. According to George Gurr of Devon Energy, the pipeline and access road route had been changed at the request of Roger Chapman. According to Mr. Gurr a closed loop mud system will be used because Roger Chapman insisted that all pit contents must be removed after completion of the well and due to this it is easier to use a closed loop. This location sits on a large flat bench and appears to be stable. No drainages are interrupted. The well location will be bermed according to Mr. Gurr.

Richard Powell
Onsite Evaluator

9/18/2012
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 20 mils with a felt subliner shall be properly installed and maintained in the reserve pit if constructed. A closed loop mud system may be used.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 8/8/2012

API NO. ASSIGNED: 43013516320000

WELL NAME: Red Mountain 3-5B1

OPERATOR: DEVON ENERGY PROD CO LP (N1275)

PHONE NUMBER: 4055523446

CONTACT: Jenni Sudduth

PROPOSED LOCATION: NENE 05 020S 010W

Permit Tech Review: ☒

SURFACE: 0660 FNL 0975 FEL

Engineering Review: ☒

BOTTOM: 0660 FNL 0975 FEL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.34386

LONGITUDE: -110.01420

UTM SURF EASTINGS: 583724.00

NORTHINGS: 4466390.00

FIELD NAME: BLUEBELL

LEASE TYPE: 4 - Fee

LEASE NUMBER: Fee

PROPOSED PRODUCING FORMATION(S): GREEN RIVER-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

☒ PLAT☒ Bond: STATE - 71S100753026-70☐ Potash☐ Oil Shale 190-5☐ Oil Shale 190-3☐ Oil Shale 190-13☒ Water Permit: Roosevelt City Municipal Water☐ RDCC Review:☒ Fee Surface Agreement☐ Intent to Commingle

Commingle Approved

LOCATION AND SITING:

☐ R649-2-3.

Unit:

☐ R649-3-2. General☐ R649-3-3. Exception☒ Drilling Unit

Board Cause No: Cause 139-84

Effective Date: 12/31/2008

Siting: 660' Fr Drl U Bdry & 1320' Fr Other Wells

☐ R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 5 - Statement of Basis - bhill
8 - Cement to Surface -- 2 strings - hmadonald
12 - Cement Volume (3) - hmadonald

RECEIVED: November 08, 2012



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: Red Mountain 3-5B1

API Well Number: 43013516320000

Lease Number: Fee

Surface Owner: FEE (PRIVATE)

Approval Date: 11/8/2012

Issued to:

DEVON ENERGY PROD CO LP , P.O. Box 290 , Neola, UT 84053

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Cement volumes for the 13 3/8" and 9 5/8" casing strings shall be determined from actual hole diameters in order to place cement from the pipe setting depths back to the surface.

Cement volume for the 7" intermediate string shall be determined from actual hole diameter in order to place cement from the pipe setting depth back to surface as indicated in the submitted drilling plan.

Additional Approvals:

The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan - contact Dustin Doucet
- Significant plug back of the well - contact Dustin Doucet
- Plug and abandonment of the well - contact Dustin Doucet

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels
OR
submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website
at <http://oilgas.ogm.utah.gov>
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing - contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program
- contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well - contact Dan Jarvis

Contact Information:

The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
801-231-8956 - after office hours

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

Approved By:

A handwritten signature in black ink, appearing to read "J. Rogers", written over a faint horizontal line.

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: DEVON ENERGY PROD CO LP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: P.O. Box 290 8345 North 5125 West, Neola, UT, 84053		8. WELL NAME and NUMBER: RED MOUNTAIN 3-5B1
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0975 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 05 Township: 02.0S Range: 01.0W Meridian: U		9. API NUMBER: 43013516320000
PHONE NUMBER: 405 228-4248 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL
COUNTY: DUCHESNE		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 2/1/2013	<input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION
<input type="checkbox"/> DRILLING REPORT Report Date:	OTHER: <input style="width: 100px;" type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Devon Energy Production CO., L.P. (Devon) respectfully requests approval to change our casing and cement program for the subject well. We plan to eliminate the 9 5/8" casing from the casing program. The cement program has been revised to reflect the casing change. Please see attached the wellbore diagram and revised cement program. Thank you.

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: February 05, 2013

By: *Derek Duff*

NAME (PLEASE PRINT) Julie Patrick	PHONE NUMBER 405 228-8684	TITLE Regulatory Analyst
SIGNATURE N/A	DATE 1/30/2013	



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Sundry Conditions of Approval Well Number 43013516320000

Cement volumes for the 13 3/8" and 7" casing strings shall be determined from actual hole diameters in order to place cement from the pipe setting depths back to the surface.

Production Liner
13000. MD

✓ Ship conts.

Well name:	43013516320000 Red Mountain 3-5B1rev		
Operator:	DEVON ENERGY PROD CO LP		
String type:	Conductor	Project ID:	43-013-51632
Location:	DUCHESNE COUNTY		

Design parameters:**Collapse**

Mud weight: 8.000 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 95 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 741 ft

Burst

Max anticipated surface pressure: 443 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 623 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 1,321 ft

Completion type is subs
Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	1500	13.375	61.00	J-55	ST&C	1500	1500	12.39	19622
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	623	1540	2.470	623	3090	4.96	91.5	595	6.50 J

Prepared by: Helen Sadik-Macdonald
Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: February 5, 2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 1500 ft, a mud weight of 8 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	43013516320000 Red Mountain 3-5B1rev		
Operator:	DEVON ENERGY PROD CO LP		
String type:	Intermediate	Project ID:	43-013-51632
Location:	DUCHESNE COUNTY		

Design parameters:**Collapse**

Mud weight: 13.000 ppg
Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 217 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: Surface

Burst

Max anticipated surface pressure: 6,595 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 8,839 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 8,193 ft

Completion type is subs
Non-directional string.

Re subsequent strings:

Next setting depth: 13,000 ft
Next mud weight: 14.000 ppg
Next setting BHP: 9,455 psi
Fracture mud wt: 19,250 ppg
Fracture depth: 10,200 ft
Injection pressure: 10,200 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	10200	7	29.00	HCP-110	Buttress	10200	10200	6.059	123262

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	6888	9200	1.336	8839	11220	1.27	295.8	929.4	3.14 B

Prepared Helen Sadik-Macdonald
by: Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: February 5, 2013
Salt Lake City, Utah

Remarks:

Collapse is based on a vertical depth of 10200 ft, a mud weight of 13 ppg. The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Well name:	43013516320000 Red Mountain 3-5B1rev		
Operator:	DEVON ENERGY PROD CO LP		
String type:	Production Liner	Project ID:	43-013-51632
Location:	DUCHESNE COUNTY		

Design parameters:**Collapse**

Mud weight: 14.000 ppg
Internal fluid density: 1.000 ppg

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 256 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 1,000 ft

Cement top: 11,085 ft

Burst

Max anticipated surface pressure: 6,594 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 9,454 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Liner top: 9,900 ft

Non-directional string.

Tension is based on air weight.

Neutral point: 12,339 ft

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost (\$)
1	3100	5	18.00	P-110	ST-L	13000	13000	4.151	26883
Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	8779	13470	1.534	9454	13940	1.47	55.8	384	6.88 J

Prepared Helen Sadik-Macdonald
by: Div of Oil, Gas & Mining

Phone: 801 538-5357
FAX: 801-359-3940

Date: February 5, 2013
Salt Lake City, Utah

Remarks:

For this liner string, the top is rounded to the nearest 100 ft. Collapse is based on a vertical depth of 13000 ft, a mud weight of 14 ppg. An Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

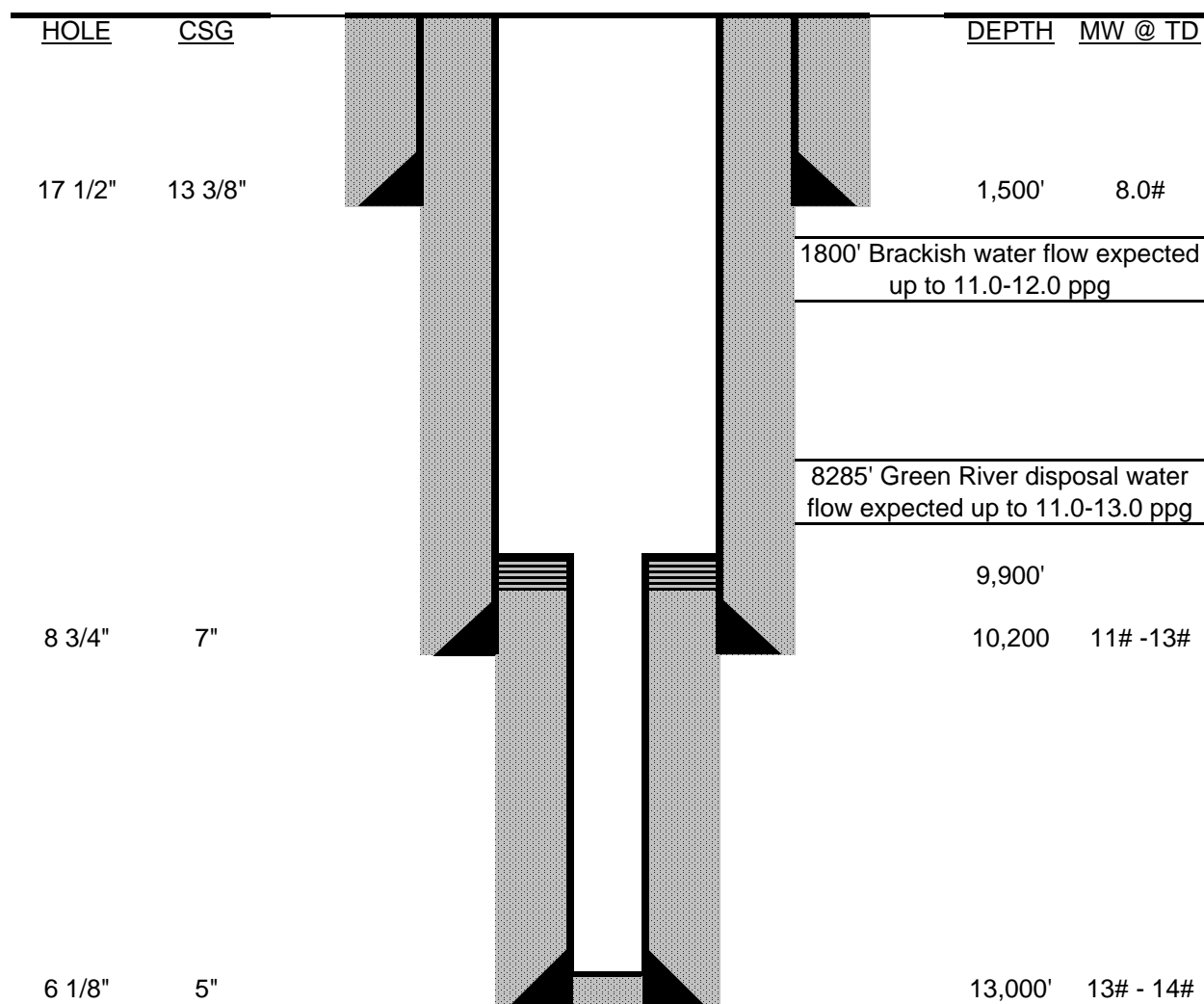
BOPE REVIEW		Devon Red Mountain 3-5B1		API 43-013-51632-0000	
Well Name		Devon Red Mountain 3-5B1		API 43-013-51632-0000	
Casing Size (")		String 1	String 2	String 3	
Setting Depth (TVD)		13 3/8	7	5	
Previous Shoe Setting Depth (TVD)		1500	10200	13000	
Max Mud Weight (ppg)		0	1500	10200	
BOPE Proposed (psi)		9	12.5	14.5	
Casing Internal Yield (psi)		1000	10000	10000	
Operators Max Anticipated Pressure (psi)		3090	11220	13490	
		9800			14.5 ppg

Calculations		String 1		13 3/8 "	
Max BHP [psi]	.052*Setting Depth*MW =		702		
				BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =		522	YES	rotating head with diverter
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =		372	YES	OK
				*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =		372	NO	OK
Required Casing/BOPE Test Pressure			1500	psi	
*Max Pressure Allowed @ Previous Casing Shoe =			0	psi	*Assumes 1psi/ft frac gradient

Calculations		String 2		7 "	
Max BHP [psi]	.052*Setting Depth*MW =	6630			
			BOPE Adequate For Drilling And Setting Casing at Depth?		
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =	5406	YES	11" x 10M BOPE with rotating head, 5M annular, mud	
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =	4386	YES	OK cross, 10M kill lines and 10M choke manifold	
			*Can Full Expected Pressure Be Held At Previous Shoe?		
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =	4716	NO		
Required Casing/BOPE Test Pressure		7854	psi		
*Max Pressure Allowed @ Previous Casing Shoe =		1500	psi	*Assumes 1psi/ft frac gradient	

Calculations		String 3		5 "	
Max BHP [psi]	.052*Setting Depth*MW =		9802		
				BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) [psi]	Max BHP-(0.12*Setting Depth) =		8242	YES	same as for 7"
MASP (Gas/Mud) [psi]	Max BHP-(0.22*Setting Depth) =		6942	YES	OK
				*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth) =		9186	YES	
Required Casing/BOPE Test Pressure			9443	psi	*Assumes 1psi/ft frac gradient
*Max Pressure Allowed @ Previous Casing Shoe =			10200	psi	

RED MOUNTAIN 3-5B1 PROPOSED WELLBORE SCHEMATIC

**Revised Cement Program for 7" casing**

Lead:

DENSITY	SKS	YIELD	BBLS	CLASS	PROPOSED TOP
12.3	1115	1.7	338	G	SURFACE

TAIL:

DENSITY	SKS	YIELD	BBLS	CLASS	PROPOSED TOP
13.5	770	1.23	168.7	G	Top of Green River

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: DEVON ENERGY PROD CO LP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: P.O. Box 290 8345 North 5125 West, Neola, UT, 84053		8. WELL NAME and NUMBER: RED MOUNTAIN 3-5B1
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0975 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 05 Township: 02.0S Range: 01.0W Meridian: U		9. API NUMBER: 43013516320000
PHONE NUMBER: 405 228-4248 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input type="checkbox"/> NOTICE OF INTENT Approximate date work will start:	<input type="checkbox"/> ACIDIZE	
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> ALTER CASING	
<input checked="" type="checkbox"/> SPUD REPORT Date of Spud: 1/12/2013	<input type="checkbox"/> CASING REPAIR	
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	
	<input type="checkbox"/> CHANGE TUBING	
	<input type="checkbox"/> CHANGE WELL STATUS	
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	
	<input type="checkbox"/> DEEPEN	
	<input type="checkbox"/> FRACTURE TREAT	
	<input type="checkbox"/> OPERATOR CHANGE	
	<input type="checkbox"/> PLUG AND ABANDON	
	<input type="checkbox"/> PRODUCTION START OR RESUME	
	<input type="checkbox"/> RECLAMATION OF WELL SITE	
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	
	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	
	<input type="checkbox"/> TUBING REPAIR	
	<input type="checkbox"/> VENT OR FLARE	
	<input type="checkbox"/> WATER SHUTOFF	
	<input type="checkbox"/> SI TA STATUS EXTENSION	
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	
	<input type="checkbox"/> OTHER: <input style="width: 100px;" type="text"/>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. The subject well spud 1/12/2013.		
Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 08, 2013		
NAME (PLEASE PRINT) Julie Patrick	PHONE NUMBER 405 228-8684	TITLE Regulatory Analyst
SIGNATURE N/A	DATE 3/7/2013	

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: DEVON ENERGY PROD CO LP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: P.O. Box 290 8345 North 5125 West, Neola, UT, 84053		8. WELL NAME and NUMBER: RED MOUNTAIN 3-5B1
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0975 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 05 Township: 02.0S Range: 01.0W Meridian: U		9. API NUMBER: 43013516320000
PHONE NUMBER: 405 228-4248 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/6/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input checked="" type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION </div> </div>	
OTHER: Drilling Update		
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. Drilled 8-3/4" hole to 9090' and received verbal approval from Dustin Doucet to set 7" casing here. Unable to get 7" casing past depth of 8933', set 7" casing at the depth. Cemented with no returns.		
<div style="color: red; font-weight: bold;"> Approved by the Utah Division of Oil, Gas and Mining </div> <div style="color: red; font-weight: bold;"> Date: March 14, 2013 By: <u>Dustin Doucet</u> </div>		
NAME (PLEASE PRINT) Julie Patrick		PHONE NUMBER 405 228-8684
SIGNATURE N/A		TITLE Regulatory Analyst
DATE 3/6/2013		



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Sundry Conditions of Approval Well Number 43013516320000

As discussed, operator will run CBL and do remedial work if necessary as the CBL and conditions dictate.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: Fee
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
2. NAME OF OPERATOR: DEVON ENERGY PROD CO LP		7. UNIT or CA AGREEMENT NAME:
3. ADDRESS OF OPERATOR: P.O. Box 290 8345 North 5125 West, Neola, UT, 84053		8. WELL NAME and NUMBER: RED MOUNTAIN 3-5B1
4. LOCATION OF WELL FOOTAGES AT SURFACE: 0660 FNL 0975 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: NENE Section: 05 Township: 02.0S Range: 01.0W Meridian: U		9. API NUMBER: 43013516320000
PHONE NUMBER: 405 228-4248 Ext		9. FIELD and POOL or WILDCAT: BLUEBELL
COUNTY: DUCHESNE		STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		
TYPE OF SUBMISSION	TYPE OF ACTION	
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/5/2013 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> ACIDIZE <input checked="" type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </div> <div style="width: 33%;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </div> <div style="width: 33%;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input type="checkbox"/> APD EXTENSION </div> </div>	
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. <div style="display: flex;"> <div style="flex: 1;"> <p>A high pressure (estimated 14 ppg equivalent) water flow was encountered at 8578' within the Upper Green River formation. Water flow was expected due to a nearby disposal/injection well. Pressures were higher than anticipated and Devon has been unable to achieve a high enough mud weight to kill the flow due to losses up hole. Devon plans to set the planned 7" intermediate casing early at 9090' (top of Lower Green River) instead of the originally planned 10200' (top of Wasatch). Devon will follow the cement program attached. This plan received verbal approval from Dustin Doucet on 3/4/13.</p> </div> <div style="flex: 0.5; text-align: center; padding-top: 20px;"> <p style="color: red; font-weight: bold;">Approved by the Utah Division of Oil, Gas and Mining</p> <p style="color: red; font-weight: bold;">Date: March 14, 2013</p> <p style="color: red; font-weight: bold;">By: <u>Dustin Doucet</u></p> </div> </div>		
NAME (PLEASE PRINT) Julie Patrick	PHONE NUMBER 405 228-8684	TITLE Regulatory Analyst
SIGNATURE N/A		DATE 3/5/2013

Slurry	Wt (ppg)	Yield (cu. ft./sk)	Mix Water (gal/sk)	% Exs	Vol (bbl)	Vol (sx)	Pump Rate (bpm)	Min Thick Time (hr)	Covering		
Spacer	13.2	Clean Spacer III			40		4-8				
Lead	13.5	1.25	5.79	75	367.7	1652	4-8	4hr 33min	0'	-	6,000'
Tail	15.8	1.16	4.94	75	148.1	717	4-8	3hr 1min	6,000'	-	9,090'
Displacement	12.7	System Mud			334.3	<u>ESTIMATE</u>	4-8				

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

RECEIVED

ENTITY ACTION FORM

MAR 07 2013

Operator: Devon Energy Production Co., L.P.

DIV. OF OIL, GAS & MINING
Operator Account Number: N 1275

Address: P.O. Box 290
city Neola
state UT zip 84053

Phone Number: 405-228-8684

Well 1

API Number	Well Name	QQ	Sec	Twp	Rng	County
43-013-51632	Red Mountain 3-5B1	NENE	5	2S	1W	Duchesne
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
A	99999	18954	1/12/2013		3/18/2013	
Comments: Spudded by the SST 56 <div style="text-align: right; margin-top: 10px;">CONFIDENTIAL</div>						

Well 2

API Number	Well Name	QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
Comments:						

Well 3

API Number	Well Name	QQ	Sec	Twp	Rng	County
Action Code	Current Entity Number	New Entity Number	Spud Date		Entity Assignment Effective Date	
Comments:						

ACTION CODES:

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (Explain in 'comments' section)

Julie Patrick

Name (Please Print)

Julie Patrick

Signature

Regulatory Analyst

Title

3/6/13
Date

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

AMENDED REPORT ☐ FORM 8
(highlight changes)

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1a. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER:	
b. TYPE OF WORK: NEW WELL <input checked="" type="checkbox"/> HORIZ. LATS. <input type="checkbox"/> DEEP-EN <input type="checkbox"/> RE-ENTRY <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/> OTHER _____		6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
2. NAME OF OPERATOR: Devon Energy Production CO., LP		7. UNIT or CA AGREEMENT NAME	
3. ADDRESS OF OPERATOR: 333 West Sheridan AVE CITY Oklahoma City STATE OK ZIP 73102		8. WELL NAME and NUMBER: Red Mountain 3-5B1	
PHONE NUMBER: (405) 228-8684		9. API NUMBER: 4301351632	
4. LOCATION OF WELL (FOOTAGES) AT SURFACE: 660' FNL & 975' FEL AT TOP PRODUCING INTERVAL REPORTED BELOW: 660' FNL & 975' FEL AT TOTAL DEPTH: 660' FNL & 975' FEL		10 FIELD AND POOL, OR WILDCAT BLUEBELL	
11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NENE 5 2S 1W U		12. COUNTY DUCHESNE	
13. STATE UTAH		17. ELEVATIONS (DF, RKB, RT, GL): 5435'	
14. DATE SPUDDED: 1/12/2013	15. DATE T.D. REACHED: 4/16/2013	16. DATE COMPLETED: 5/17/2013	ABANDONED <input type="checkbox"/> READY TO PRODUCE <input checked="" type="checkbox"/>
18. TOTAL DEPTH: MD 13,000 TVD	19. PLUG BACK T.D.: MD TVD	20. IF MULTIPLE COMPLETIONS, HOW MANY? *	21. DEPTH BRIDGE MD PLUG SET: TVD
22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each) High Definition Laterolog, Compensated Z-Densilog, Gamma Ray Log, Caliper Log, XMAC		23. WAS WELL CORED? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit analysis) WAS DST RUN? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit report) DIRECTIONAL SURVEY? NO <input checked="" type="checkbox"/> YES <input type="checkbox"/> (Submit copy)	

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
17 1/2"	13 3/8 J-55	61	0	1,589		class G 1200		CIRC	
8 3/4"	7 P-110	29	0	9,090		class G 1827		0	
6 1/8	5 P-110	18	8,636	13,000		EXPANDACEM 340		CALC	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2 7/8"	10,000							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)	INTERVAL (Top/Bot - MD)	SIZE	NO. HOLES	PERFORATION STATUS
(A) Wasatch	10,269	12,861			12,541 12,861	3 1/8	44	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(B)					12,165 12,461	3 1/8	44	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(C)					11,857 12,090	3 1/8	44	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>
(D)					11,473 11,705	3 1/8	44	Open <input checked="" type="checkbox"/> Squeezed <input type="checkbox"/>

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
10,269'-12,861'	FRAC w/ 23,045 BBLS FLUID + 887,000# PROPPANT

29. ENCLOSED ATTACHMENTS:

- | | | | |
|---|--|---------------------------------------|---|
| <input type="checkbox"/> ELECTRICAL/MECHANICAL LOGS | <input type="checkbox"/> GEOLOGIC REPORT | <input type="checkbox"/> DST REPORT | <input type="checkbox"/> DIRECTIONAL SURVEY |
| <input type="checkbox"/> SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION | <input type="checkbox"/> CORE ANALYSIS | <input type="checkbox"/> OTHER: _____ | |

30. WELL STATUS:

producing

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED: 5/17/2013		TEST DATE: 5/19/2013		HOURS TESTED: 24		TEST PRODUCTION RATES: →		OIL – BBL: 135		GAS – MCF: 49		WATER – BBL: 136		PROD. METHOD: pumping	
CHOKE SIZE: 20	TBG. PRESS. 50	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →		OIL – BBL: 135		GAS – MCF: 49		WATER – BBL: 136		INTERVAL STATUS:	

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:		TEST DATE:		HOURS TESTED:		TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Lower Green River Wasatch	9,097 10,242

35. ADDITIONAL REMARKS (Include plugging procedure)

Logs were previously submitted. See attached for additional perf information.

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) JULIE CARLSON

TITLE REGULATORY ANALYST

SIGNATURE

DATE

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation

- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

Devon Energy Production Company, L.P.

Red Mountain 3-5B1

API# 43-013-51632

Additional Perforation Info

#27. Perforation Record

<u>Interval</u>	<u>Size</u>	<u>No. Holes</u>	<u>Perforation Status</u>
11,147'-11,416'	3 1/8	44	Open
11,711'-11,064'	3 1/8	48	Open
10,269'-10,641'	3 1/8	48	Open

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
CDW

X - Change of Operator (Well Sold)

Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

8/29/2014

FROM: (Old Operator):

DEVON ENERGY PRODUCTION COMPANY L.P. N1275
 333 WEST SHERIDAN AVENUE
 OKLAHOMA CITY OK 73102-5015

TO: (New Operator):

LINN OPERATING INC N4115
 1999 BROADWAY STE 3700
 DENVER CO 80202

303-999-4275

CA No.				Unit:	N/A			
WELL NAME	SEC TWN RNG			API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
See Attached List								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 9/16/2014
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 9/16/2014
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 10/8/2014
- a. Is the new operator registered in the State of Utah: Business Number: 9031632-0143
- a. (R649-9-2) Waste Management Plan has been received on: Yes
- b. Inspections of LA PA state/fee well sites complete on: N/A
- c. Reports current for Production/Disposition & Sundries on: 10/8/2014
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM NOT YET BIA NOT YET
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 9/24/2014

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 10/8/2014
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 10/8/2014
- Bond information entered in RBDMS on: 10/8/2014
- Fee/State wells attached to bond in RBDMS on: 10/8/2014
- Injection Projects to new operator in RBDMS on: N/A
- Receipt of Acceptance of Drilling Procedures for APD/New on: 10/8/2014
- Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: 9/16/2014

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: NMB000501
- Indian well(s) covered by Bond Number: NMB000501
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number LPM9149893
- b. The **FORMER** operator has requested a release of liability from their bond on: N/A

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: 10/8/2014

COMMENTS:

Devon Energy Production Company, L.P. N1275 to Linn Operating, Inc N4115
Effective 8/29/2014

Well Name	Section	Township	Range AP	API Number	Entity	Mineral Lease	Well Type	Well Status
SWD 4-11A2	11	010S	020W	4301320255	99990	Fee	WD	A
VIRGIL MECHAM 1-11A2	11	010S	020W	4301330009	5760	Fee	WD	A
1-3A2	3	010S	020W	4301330021	99990	Fee	WD	A
BLUEBELL 2-28A2	28	010S	020W	4301330346	99990	Fee	WD	A
SALERATUS 2-17C5	17	030S	050W	4301330388	99990	Fee	WD	A
CENTRAL BLUEBELL 2-26A2	26	010S	020W	4301330389	99990	Fee	WD	A
BALLARD 2-15B1	15	020S	010W	4304732351	11476	Fee	WD	A
GALLOWAY #3-14B2	14	020S	020W	4301351741		Fee	OW	APD
GALLOWAY #3-12B2	12	020S	020W	4301351742		Fee	OW	APD
GALLOWAY 4-14B2	14	020S	020W	4301351818		Fee	OW	APD
MORRIS #3-8B1	8	020S	010W	4301351836		State	OW	APD
FRITZ #3-24A2	24	010S	020W	4301351837		Fee	OW	APD
GALLOWAY #2-14B2	14	020S	020W	4301351739	19044	Fee	OW	DRL
EMERALD 2-32A1	32	010S	010W	4301350059	17980	Fee	OW	OPS
CLYDE MURRAY 1-2A2	2	010S	020W	4301330005	5876	Fee	OW	P
VICTOR C BROWN 1-4A2	4	010S	020W	4301330011	5780	Fee	OW	P
DOUG BROWN 2-4A2	4	010S	020W	4301330017	5840	Fee	OW	P
L BOREN U 3-15A2	15	010S	020W	4301330086	5755	Fee	OW	P
LAMICQ-URTY U 3-17A2	17	010S	020W	4301330099	5745	Fee	OW	P
L BOREN U 5-22A2	22	010S	020W	4301330107	5900	Fee	OW	P
L BOREN U 4-23A2	23	010S	020W	4301330115	5905	Fee	OW	P
TOMLINSON FED 1-25A2	25	010S	020W	4301330120	5535	Federal	OW	P
WOODWARD 1-21A2	21	010S	020W	4301330130	5665	Fee	OW	P
LAMICQ 1-20A2	20	010S	020W	4301330133	5400	Fee	GW	P
L RBRTSN ST 1-1B2	1	020S	020W	4301330200	5410	State	OW	P
SMITH ALBERT 1-8C5	8	030S	050W	4301330245	5490	Fee	OW	P
FRESTON ST 1-8B1	8	020S	010W	4301330294	5345	Fee	OW	P
GEORGE MURRAY 1-16B1	16	020S	010W	4301330297	5950	Fee	OW	P
LAMICQ-URTY U 4-5A2	5	010S	020W	4301330347	5845	Fee	OW	P
H G COLTHARP 1-15B1	15	020S	010W	4301330359	5945	Fee	OW	P
STATE 3-18A1	18	010S	010W	4301330369	5810	Fee	OW	P
LAMICQ 2-6B1	6	020S	010W	4301330809	2301	Fee	OW	P
DILLMAN 2-28A2	28	010S	020W	4301330821	5666	Fee	OW	P
HAMBLIN 2-26-A2	26	010S	020W	4301330903	5361	Fee	OW	P
JOHN 2-3-B2	3	020S	020W	4301330975	5387	Fee	OW	P
LAMICQ-ROBERTSON ST 2-1B2	1	020S	020W	4301330995	5412	Fee	OW	P
UTE TRIBAL 2-7A2	7	010S	020W	4301331009	5836	Indian	OW	P
HATCH 2-3B1	3	020S	010W	4301331147	10615	Fee	OW	P
NORLING 2-9B1	9	020S	010W	4301331151	10616	Fee	OW	P
SHAW 2-27A2	27	010S	020W	4301331184	10753	Fee	OW	P
LAMICQ-URRITY 4-17A2	17	010S	020W	4301331190	10764	Fee	OW	P
LAMICQ 2-20A2	20	010S	020W	4301331191	10794	Fee	OW	P
FRESTON 2-8B1	8	020S	010W	4301331203	10851	Fee	OW	P
WISSE 3-35A2	35	010S	020W	4301331215	10925	Fee	OW	P
MECCA 2-8A2	8	010S	020W	4301331231	10981	Fee	OW	P
SWYKES 2-21A2	21	010S	020W	4301331235	10998	Fee	OW	P
SHERMAN 2-12B2	12	020S	020W	4301331238	11009	Fee	OW	P
DUNCAN 4-2A2	2	010S	020W	4301331276	11258	Fee	GW	P
HAMBLIN 3-9A2	9	010S	020W	4301331278	11094	Fee	GW	P
BAR-F 2-5B1	5	020S	010W	4301331286	11113	Fee	OW	P
SMITH 2-9C5	9	030S	050W	4301331321	11245	Fee	OW	P
LORANGER 2-24A2	24	010S	020W	4301331322	11244	Fee	OW	P
UTE 2-6B3	6	020S	030W	4301331325	11446	Indian	OW	P
MCELPRANG 2-30A1	30	010S	010W	4301331326	11252	Fee	OW	P

Devon Energy Production Company, L.P. N1275 to Linn Operating, Inc N4115
Effective 8/29/2014

Well Name	Section	Township	Range AP	API Number	Entity	Mineral Lease	Well Type	Well Status
SMITH 2-7C5	7	030S	050W	4301331327	11324	Indian	OW	P
SMITH 2-18C5	18	030S	050W	4301331328	11336	Indian	OW	P
UTE 2-24A3	24	010S	030W	4301331329	11339	Indian	OW	P
UTE 5-19A2	19	010S	020W	4301331330	11277	Indian	OW	P
EDWARDS 3-10B1	10	020S	010W	4301331332	11264	Fee	OW	P
SUNDANCE 4-15A2	15	010S	020W	4301331333	11269	Fee	OW	P
LORANGER 6-22A2	22	010S	020W	4301331334	11335	Fee	OW	P
COX 2-36A2	36	010S	020W	4301331335	11330	Fee	OW	P
SMITH 2-6C5	6	030S	050W	4301331338	11367	Indian	OW	P
FRESTON 2-7B1	7	020S	010W	4301331341	11338	Fee	OW	P
PEARSON 2-11B2	11	020S	020W	4301331356	11359	Fee	OW	P
CHAPMAN 2-4B2	4	020S	020W	4301331378	11485	Fee	OW	P
LAMB 2-16A2	16	010S	020W	4301331390	11487	Fee	OW	P
LABRUM 2-23A2	23	010S	020W	4301331393	11514	Fee	OW	P
POWELL 2-16B1	16	020S	010W	4301331820	12342	Fee	OW	P
BOWMAN 5-5A2	5	010S	020W	4301332202	13043	Fee	OW	P
BOREN 4-9A2	9	010S	020W	4301332203	13079	Fee	OW	P
BLANCHARD 3-10A2	10	010S	020W	4301332223	13149	Fee	OW	P
SQUIRES 3-8A2	8	010S	020W	4301332227	13176	Fee	OW	P
BROWN 3-4A2	4	010S	020W	4301332684	14673	Fee	OW	P
GALLOWAY 3-11B2	11	020S	020W	4301334304	18527	Fee	OW	P
OWL AND THE HAWK 3-9C5	9	030S	050W	4301351214	18649	Fee	OW	P
Bingham #3-4B1	4	020S	010W	4301351464	18825	Fee	OW	P
RED MOUNTAIN 3-5B1	5	020S	010W	4301351632	18954	Fee	OW	P
MECHAM #3-1B2	1	020S	020W	4301351844	19082	State	OW	P
MIKE AND SHELLEY #3-4B2	4	020S	020W	4301351845	19083	Fee	OW	P
RBRTSN UTE ST 1-12B1	12	020S	010W	4304730164	5475	Fee	OW	P
MAY UTE FED 1-13B1	13	020S	010W	4304730176	5435	Fee	OW	P
COOK 1-26B1	26	020S	010W	4304731981	11212	Fee	OW	P
CHRISTIANSEN 2-12B1	12	020S	010W	4304732178	11350	Fee	OW	P
RICH 2-13B1	13	020S	010W	4304732744	12046	Fee	OW	P
THOMAS 4-10B1	10	020S	010W	4304734080	13284	Fee	OW	P
HAMAKER 3-12B1	12	020S	010W	4304752294	18650	Fee	OW	P
BETTS 2-26B1	26	020S	010W	4304752435	18698	Fee	OW	P
STATE 1-10A2 (3-10C)	10	010S	020W	4301330006	5860	State	GW	S
L BOREN U 6-16A2	16	010S	020W	4301330123	5750	Fee	OW	S
UTE TRIBAL 1-6B3	6	020S	030W	4301330136	5705	Indian	OW	S
MAUREL TAYLOR FEE 1-36A2	36	010S	020W	4301330143	5525	Fee	OW	S
CAMPBELL UTE ST 1-7B1	7	020S	010W	4301330236	5295	Indian	OW	S
D L GALLOWAY 1-14B2	14	020S	020W	4301330564	5965	Fee	OW	S
MARK 2-25A2	25	010S	020W	4301331232	10986	Fee	OW	S
MITCHELL 2-4B1	4	020S	010W	4301331317	11231	Fee	OW	S

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL ☐ GAS WELL ☐ OTHER See Attached Well List

2. NAME OF OPERATOR:
LINN OPERATING, INC N4115

3. ADDRESS OF OPERATOR:
1999 Broadway, Suite 3700 CITY Denver STATE CO ZIP 80202

PHONE NUMBER:
(303) 999-4275

4. LOCATION OF WELL

FOOTAGES AT SURFACE:

COUNTY: Duchesne/Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: CHANGE OF OPERATOR
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective 08/29/2014, Change of Operator from Devon Energy Production Company, LP, to Linn Operating, Inc. is responsible under the terms and conditions of the leases for operations conducted on the leased lands or a portion thereof under their blanket state bond number LPM9149893.

Attached is a list of wells that are associated with this Change of Operator.

Devon Energy Production Company, LP N1275
333 West Sheridan Avenue
Oklahoma City, OK 73102-5015

John D. Rains
Vice President

RECEIVED
SEP 16 2014

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Russell des Cognets II

TITLE Asset Manager

SIGNATURE

DATE

9/8/14

(This space for State use only)

APPROVED

OCT 08 2014

DIV. OIL GAS & MINING

BY: Racheel Medina

(See Instructions on Reverse Side)

Devon Energy Production Company, LP
Existing Well List for State/Fee/Indian Leases

Well Name	API #	Legal Location	Producing Status	Well Type	Lease Type	Field	State	County
BAR F 2-5B1	430133128600	005-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BINGHAM 3-4B1	430135146400	004-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BLANCHARD 3-10A2	430133222300	010-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
*BOREN 1-14A2	430133003500	014-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 3-11A2	430133119200	011-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 3-15A2	430133008600	015-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 4-23A2	430133011500	023-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 4-9A2	430133220300	009-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 5-22A2	430133010700	022-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOREN 6-16A2	430133012300	016-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BOWMAN 5-5A2	430133220200	005-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN DOUG 2-4A2	430133001700	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN VICTOR C 1-4A2	430133001100	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BROWN 3-4A2	430133268400	004-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CAMPBELL UTE ST 1-7B1	430133023600	007-002S-001W	Shut-In	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
CHAPMAN 2-4B2	430133137800	004-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CLYDE MURRAY 1-2A2	430133000500	002-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
COLTHARP 1-15B1	430133035900	015-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
CORNABY 2-14A2 (RECOMP)	430133129900	014-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
COX 2-36A2	430133133500	036-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
DILLMAN 2-28A2	430133082100	028-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
DUNCAN 4-2A2	430133127600	002-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
EDWARDS 3-10B1	430133133200	010-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON STATE 1-8B1	430133029400	008-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON 2-7B1	430133134100	007-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
FRESTON 2-8B1	430133120300	008-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 1-14B2	430133056400	014-002S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
GALLOWAY 3-11B2	430133430400	011-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HAMBLIN 2-26A2	430133090300	026-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HAMBLIN 3-9A2	430133127800	009-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
HATCH 2-3B1	430133114700	003-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
JOHN 2-3B2	430133097500	003-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LABRUM 2-23A2	430133139300	023-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMB 2 16A2	430133139000	016-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ ROBERTSON 1-1B2	430133020000	001-002S-002W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE

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SEP 16 2014

LAMICQ ROBERTSON 2-1B2	430133099500	001-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 3-17A2	430133009900	017-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 4-17A2	430133119000	017-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ URRUTY 4-5A2	430133034700	005-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 1-20A2	430133013300	020-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 2-20A2	430133119100	020-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LAMICQ 2-6B1	430133080900	006-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LORANGER 2-24A2	430133132200	024-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
LORANGER 6-22A2	430133133400	022-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MARK 2 25A2	430133123200	025-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MCCELPRANG 2-30A1	430133132600	030-001S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECCA 2-8A2	430133123100	008-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECHAM VIRGIL B 1-11A2 SWD	430133000900	011-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MECHAM 3-1B2	430135184400	1-2S-2W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
MIKE AND SHELLEY 3-4B2	430135184500	4-2S-2W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MITCHELL 2-4B1	430133131700	004-002S-001W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
MURRAY GEORGE 1-16B1	430133029700	016-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
NORLING 2-9B1	430133115100	009-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
OWL AND THE HAWK 3-9C5	430135121400	9-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
PEARSON 2-11B2	430133135600	011-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
POWELL 2 16B1	430133182000	016-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
RED MOUNTAIN 3-5B1	430135163200	05-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SHAW 2-27A2	430133118400	027-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SHERMAN 2-12B2	430133123800	012-002S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH ALBERT 1-8C5	430133024500	008-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-18C5	430133132800	018-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-6C5	430133133800	006-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-7C5	430133132700	007-003S-005W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
SMITH 2-9C5	430133132100	009-003S-005W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SQUIRES 3-8A2	430133222700	008-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
STATE 1-10A2	430133000600	010-001S-002W	Producing	OIL	STATE	BLUEBELL ALTAMONT	UT	DUCHESNE
STATE 3-18A1	430133036900	018-001S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SUNDANCE 4 15A2 (BOREN)	430133133300	015-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD ANDERSON 2-28A2	430133034600	028-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD HAMBLIN 2-26A2	430133038900	026-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD SALERATUS 2-17C5	430133038800	017-003S-005W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD 1-3A2	430133002100	003-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
SWD 4-11A2	430132025500	011-001S-002W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE

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SWYKES 2 21A2	430133123500	021-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
TAYLOR MAUREL FEE 1-36A2	430133014300	036-001S-002W	Shut-In	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
TOMLINSON 1 25A2	430133012000	025-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE TRIBAL 2-7A2	430133100900	007-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE TRIBAL 5-19A2	430133133000	019-001S-002W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 1-6B3	430133013600	006-002S-003W	Shut-In	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 2-24A3	430133132900	024-001S-003W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
UTE 2-6B3	430133132500	006-002S-003W	Producing	OIL	INDIAN	BLUEBELL ALTAMONT	UT	DUCHESNE
WISSE 3-35A2	430133121500	035-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
WOODWARD 1-21A2	430133013000	021-001S-002W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	DUCHESNE
BALLARD 2-15B1 SWD	430473235100	015-002S-001W	Injecting	SWD	FEE	BLUEBELL ALTAMONT	UT	UINTAH
BETTS 2-26B1	430475243500	26-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
CHRISTENSEN 2-12B1	430473217800	012-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
COOK 1-26B1	430473198100	026-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
HAMAKER 3-12B1	430475229400	12-2S-1W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
MAY UTE FED 1-13B1	430473017600	013-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
RICH 2-13B1	430473274400	013-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
ROBERTSON UTE STATE 1-12B1	430473016400	012-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH
THOMAS 4-10B1	430473408000	010-002S-001W	Producing	OIL	FEE	BLUEBELL ALTAMONT	UT	UINTAH

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STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

Misc.

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

Bluebell

1. TYPE OF WELL OIL WELL ☒ GAS WELL ☐ OTHER _____

2. NAME OF OPERATOR:
LINN OPERATING, INC.

3. ADDRESS OF OPERATOR:
1999 Broadway, Ste #3700 CITY Denver STATE CO ZIP 80202

PHONE NUMBER:
(303) 999-4016

4. LOCATION OF WELL

FOOTAGES AT SURFACE:

COUNTY: UINTAH

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: 14 1S 2W

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input checked="" type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Excluded wells from</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	<u>Change of Operator</u>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Do not process Change of Operator from Devon Energy Production Company, LP to LINN Operating, Inc. for the following wells.

43-013-31192	BOREN 3-11A2	Oil Well Producing BLUEBELL DUCHESNE 1S-2W Sec 11
43-013-51846	MIKE AND SHELLEY #4-14A2	Oil Well Approved permit (APD) BLUEBELL DUCHESNE 1S-2W Sec14
43-013-31299	CORNABY 2-14A2	Oil Well Producing BLUEBELL DUCHESNE 1S-2W Sec 14
43-013-30035	FLY/DIA L BOREN 1-14A2	Oil Well Shut-In BLUEBELL DUCHESNE 1S-2W Sec 14

The Devon transaction to Linn Energy allowed EP Energy to exercise their preferential right to purchase the leases and wells in Sections 11 and 14 of T1S, 2W so EP Energy now owns these wells.

NAME (PLEASE PRINT) Debbie Chan TITLE Reg. Compliance Supervisor
SIGNATURE [Signature] DATE 9/23/2014

(This space for State use only)

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